

**AMENDED AND RESTATED
REDEVELOPMENT PLAN**

FOR

**MILPITAS REDEVELOPMENT
PROJECT AREA NO. 1**

NOVEMBER 2006

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The Redevelopment Plan for the Milpitas Redevelopment Project No. 1 (the "**Project Area**") was first approved and adopted on September 21, 1976, by Ordinance No. 192 and as previously amended on September 4, 1979, by Ordinance No. 192.1; on May 4, 1982, by Ordinance No. 192.2; on November 27, 1984, by Ordinance No. 192.3; on December 9, 1986, by Ordinance No. 192.4; on April 16, 1991, by Ordinance No. 192.6A; on December 9, 1994, by Ordinance No. 192.9; on October 15, 1996, by Ordinance No. 192.11; on June 17, 2003 by Ordinance No. 192.14; on October 7, 2003 by Ordinance No. 192.15; and on October 3, 2006 by Ordinance No. 192.16 is continued in full force and effect as further amended by this Ordinance.

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**AMENDED AND RESTATED
REDEVELOPMENT PLAN
FOR
MILPITAS REDEVELOPMENT PROJECT AREA NO. 1**

I. [§100] INTRODUCTION

This is the Amended and Restated Redevelopment Plan (the “Plan”) for Milpitas Redevelopment Project Area No. 1 (the “Project”) in the City of Milpitas (the “City”), County of Santa Clara (the “County”), and State of California. This Plan was prepared by the Redevelopment Agency of the City of Milpitas (the “Agency”) pursuant to the Community Redevelopment Law of the State of California (CRL; Health and Safety Code Section 33000 et seq.), the California Constitution, and all applicable local laws and ordinances.

The City of Milpitas has two redevelopment projects, Milpitas Redevelopment Project Area No. 1 and the Great Mall Redevelopment Project. The Amended and Restated Redevelopment Plan describes the Agency's authorities, responsibilities and limitations in implementing redevelopment Milpitas Redevelopment Project Area No. 1. The Great Mall Redevelopment Project has a separate and independent Redevelopment Plan. The Amended and Restated Redevelopment Plan is a legal document that incorporates the required components of a Redevelopment Plan as defined by the CRL rather than a specific plan of actions. The original Redevelopment Plan was adopted in 1976 and has been amended eight times including three times to add territory, in 1979, 1982 and again in 2003. Each of the redevelopment areas have a separate life (duration) and period for collecting tax increment and repaying debt. The original project area and areas added in 1979, 1982 and 2003 have one combined tax increment limit and one combined limit on the amount of debt that may be outstanding at anytime. Finally, only the area added in 2003 has eminent domain authority, which is limited to non-residential properties. The CRL time and financial limits for the areas included within this Amended and Restated Redevelopment Plan are outlined in the attached Table 1 with the limits of the eight amendment specified.

Table 1 - TIME AND FINANCIAL LIMITS
Milpitas Redevelopment Project Area No. 1

| PROJECT ADOPTION DATE | DEBT ESTABLISHMENT | PLAN EFFECTIVENESS | DEBT REPAYMENT (RECEIPT OF T.I.) | TAX INCREMENT | BOND DEBT | EMINENT DOMAIN |
|--|--|--|--|--|---|---|
| Pre –1994 CRL Requirements | 20 years from adoption or 1/1/04 whichever is later plus 10 years with amendment (may repeal limit by ordinance) | 40 years from adoption or 1/1/09 whichever is later + 10 year with significant remaining blight (AB1290) | 10 years after Plan effectiveness + 10 year with significant remaining blight (AB1290) | Limit required no maximum | Limit required no maximum | 12 years maximum |
| Original Project Area Adopted 9/21/76 577 acres | 1/1/14 | 9/21/16 | 9/21/26 | | | None |
| Amendment Area No. 1 Added 9/4/79 483 acres | 1/1/14 | 9/4/19 | 9/4/29 | \$502 million | 75 million | None |
| Amendment Area No. 2 Added 5/4/82 479 acres | 1/1/14 | 5/4/22 | 5/4/32 | (2.4 billion Eighth Amendment – one limit for all areas) | (\$498 million Eighth Amendment) | None |
| PROJECT ADOPTION DATE | DEBT ESTABLISHMENT | PLAN EFFECTIVENESS | DEBT REPAYMENT (RECEIPT OF T.I.) | TAX INCREMENT | BOND DEBT | EMINENT DOMAIN |
| Post – 1994 CRL Requirements | 20 years plus 10 years with amendment | 30 years | 15 years after effectiveness | No limit required | Limit required – no maximum | 12 years maximum |
| Midtown Added Area Added 6/17/03 ¹ (Eighth Amendment) 691 acres | 6/17/23 (Eighth Amendment) | 6/17/33 (Eighth Amendment) | 6/17/48 (Eighth Amendment) | (\$2.4 billion Eighth Amendment – one limit for all areas) | (\$498 million Eighth Amendment- one limit for all areas) | 6/17/15 (Eighth Amendment) non-residential only |

¹ Assumed adoption date.

A. [Section 101] Project History

The original Redevelopment Plan for the Project was adopted by Ordinance No. 192 on September 21, 1976 and consisted of approximately 577 acres (the "Original Project Area"). The Redevelopment Plan has been amended eight (8) times since the Project's adoption. The first amendment adopted September 4, 1979 by Ordinance No. 192.1 added approximately 483 acres to the Original Project Area (the "Amendment Area No. 1"). The second amendment adopted May 4, 1982 by Ordinance No. 192.2 added approximately 479 acres to the Original Project Area ("Amendment Area No. 2"; collectively, the Original Project Area, Amendment Area No. 1 and Amendment Area No. 2 are referred to as the "Existing Project Area"). The third amendment, adopted on November 27, 1984 by Ordinance No. 192.3, made technical text changes and increased the tax increment limit. The fourth amendment, adopted on December 9, 1986 by Ordinance No. 192.4, amended the Agency's tax increment limit. The fifth amendment, adopted on April 16, 1991 by Ordinance No. 192.6A, amended the low income housing set-aside to include bond proceeds and restated and reorganized the provisions of the low income housing set-aside. The sixth amendment, adopted on December 9, 1994 by Ordinance No. 192.9, amended the time limits in accordance with Assembly Bill 1290. The seventh amendment, adopted on October 15, 1996 by Ordinance No. 192.11, increased the tax increment limit, increased the bond debt limit, and extended the debt establishment time limit. The eighth amendment, adopted June 17, 2003 by Ordinance No. 192.14, included the following: 1) added area to the Existing Project Area ("Mid Town Added Area"; 691 acres); 2) increased the tax increment limit; 3) increased the bonded indebtedness limit; 4) established eminent domain in the Midtown Added Area for non-residential land uses; and 5) revise and update various text provisions to conform to the requirements of the CRL.

B. [Section 102] General

For purposes of this Plan, the area included in the Existing Project Area and the Midtown Added Area are collectively referred as the "Project Area". This Amended and Restated Redevelopment Plan replaces and supersedes the original Redevelopment Plan as previously amended. This Plan consists of the text, the Legal Description of the Project Area Boundaries (Attachment No. 1), the Project Area Map (Attachment No. 2), the Redevelopment Land Use Map (Attachment No. 3), and the Proposed Public Improvements (Attachment No. 4). In accordance with the CRL, Section 502 of this Plan does not contain a separate limit on the total maximum number of dollars of taxes allocated to the Agency for the Midtown Added Area.

The proposed redevelopment of the Project Area as described in this Plan is consistent with the City of Milpitas General Plan (the "General Plan") as amended from time to time, and as applied in accordance with local codes and ordinances. Furthermore, a portion of the area included in Amendment Area No. 1 and all of Midtown Added Area are within the boundaries of the Milpitas Midtown Specific Plan ("Specific Plan"). The Specific Plan boundaries encompass approximately 900 acres. The Specific Plan is the catalyst for the redevelopment of a portion of Amendment Area No. 1 and all of the Midtown Added Area as outlined in the goals and objectives. This Plan is based upon a Preliminary Plan formulated and adopted by the Planning Commission of the City of Milpitas (the "Planning Commission") on October 23, 2002 by Resolution No. 491-P-AD2002-17.

This Plan provides the Agency with powers, duties, and obligations to implement and further the program generally formulated in this Plan for the redevelopment, rehabilitation, and revitalization of the area within the Project Area. Because of the long-term nature of this Plan and the need to retain the Agency's flexibility to respond to market and economic conditions, property owner and developer interests, and opportunities from time to time presented for redevelopment, this Plan does not present a precise plan or establish specific projects for the redevelopment, rehabilitation, and revitalization of the Project Area. Instead, this Plan presents a process and a basic framework within which specific plans will be presented, specific projects will be established, and specific solutions will be proposed and by which tools are provided to the Agency to fashion, develop, and proceed with such specific plans, projects, and solutions.

The purposes of the Community Redevelopment Law will be attained through the implementation of the major goals and objectives of this Plan outlined below. In general, the goals and objectives of the Original Project Area, Amendment Area No. 1 and Amendment Area No. 2 are as follows:

ORIGINAL PROJECT AREA, AMENDMENT AREA NO. 1 AND AMENDMENT AREA NO. 2

Goals and Objectives

Transportation:

1. Develop a transportation system integrated with the pattern of living, working and shopping areas to provide safe, convenient and efficient movement within the City to other parts of the region by whatever means of transit available.
2. Direct special consideration toward the circulation needs of a modern, convenient central business district, including adequate off-street parking.
3. Promote a traffic pattern to encourage industry and further the potential of industrial land.
4. Prevent the dispersal of employment and activities in the community over a larger area causing dependence on greater travel and inconvenience to the citizens of the City of Milpitas and the persons employed by industries within the Project Area.

Utilities and Public Infrastructure:

1. Promote community facilities and utilities commensurate with the anticipated needs of Milpitas, as well as any special needs of the region.
2. Eliminate and prevent the spread of blighting influences including vacant and under-utilized land and deteriorating buildings, inadequate transportation, sewer, water and drainage, and other physical and economic and environmental deficiencies.
3. Provide the framework and infrastructure for restoring economic health to the Project Area.

Open Space:

1. Develop adequate civic, recreational, and cultural centers in locations for the best service to the community and in ways that will promote community beauty and growth.

2. Preserve and enhance natural areas, which act in providing for clean air, water, and an unspoiled environment.
3. Acquire and maintain open space sufficient to provide for parks and recreation system.
4. Prevent the unnecessary or premature conversion of open space lands to urban uses that would be considered potentially hazardous for customary urban development.

Commercial Rehabilitation:

1. Stimulate commercial and industrial development and the creation of employment opportunities.
2. Encourage economic pursuits to strengthen and promote development through stability and balance.
3. Replan, redesign, rehabilitate and redevelop areas that are stagnant or improperly utilized.
4. Provide opportunities for participation by owners in the revitalization of their properties.
5. Publicize the position of Milpitas as a place to carry on compatible industrial and reliable commercial activity, with special emphasis directed toward the advantages of the City's location to both industrial and commercial use.

Affordable Housing:

1. Provide a variety of residential types to serve the varying needs of individuals and families while retaining existing structural standards.

MIDTOWN ADDED AREA

The goals and objectives for Midtown Added Area are based upon the goals outlined in the Specific Plan as follows:

Goals:

Land Use

1. Encourage a compatible mixture of residential, retail, office, service-oriented commercial, public facilities and industrial uses.
2. Provide for a significant component of new housing within the area in order to: improve the vitality of the area, address local and regional housing needs, and reinforce the use of transit.
3. Promote an intensity of development in the area that is appropriate to its central location.
4. Provide for a land use mix that supports major transit facilities.
5. Provide for the mitigation and the productive reuse of Brown Fields.

Community Design

1. Create an attractive district that is uniquely "Milpitas."
2. Establish a pedestrian-oriented, mixed-use district that is focused along Main Street.
3. Provide urban open spaces (i.e., plazas, squares) that serve multiple purposes and can be used for special events.
4. Improve the character of streets and public views.

Circulation

1. Improve the viability of the pedestrian, bicycle and transit systems.
2. Balance the need for traffic with livability and a pedestrian focus.

3. Develop mass transportation facilities.

II. [§200] DESCRIPTION OF PROJECT AREA

The boundaries of the Project Area are described in the “Legal Description of the Project Area Boundaries,” attached hereto as Attachment No. 1 and incorporated herein by reference, and are shown on the “Project Area Map,” attached hereto as Attachment No. 2 and incorporated herein by reference.

III. [§300] PROPOSED REDEVELOPMENT ACTIONS

A. [§301] General

The Agency proposes to eliminate and prevent the spread of blight and deterioration in the Project Area by:

1. Permitting participation in the redevelopment process by owners of properties located in the Project Area consistent with this Plan and rules adopted by the Agency;
2. The acquisition of real property;
3. The elimination of areas experiencing economic dislocation and disuse;
4. The replanning, redesign and/or redevelopment of areas which are stagnant or improperly utilized, and which would not be accomplished by private enterprise acting alone without public participation and assistance;
5. The protection and promotion of sound development and redevelopment of blighted areas and the general welfare of citizens of the City by remedying such injurious conditions through the employment of appropriate means;
6. The installation of new or replacement of existing public improvements, facilities, and utilities in areas that are currently inadequately served with regard to such improvements, facilities and utilities;

7. The development and rehabilitation of improved housing opportunities in the Project Area including housing opportunities for low and moderate income persons and families;
8. Providing relocation assistance to displaced persons and business concerns;
9. The demolition or removal of certain buildings and improvements;
10. Providing for participation by owners presently located in the Project Area and the extension of preferences to business occupants desiring to remain or reenter into business within the redeveloped Project Area;
11. The installation, construction, or reconstruction of streets, utilities, and other public improvements;
12. The disposition of property for uses in accordance with this Plan;
13. The redevelopment of land by private enterprise or public agencies for use in accordance with this Plan;
14. The rehabilitation of structures and improvements by present owners, their successors, and the Agency, and;
15. Providing for the retention of controls and the establishment of restrictions or covenants running with the land so that property will continue to be used in accordance with this Plan.

In the accomplishment of these purposes and activities and in the implementation and furtherance of this Plan, the Agency is authorized to use all the powers provided in this Plan and all the powers now or hereafter permitted by law.

B. [§302] Participation Opportunities; Extension of Preferences for Reentry Within Redeveloped Project Area

1. [§303] Opportunities for Owners and Business Occupants

In accordance with this Plan and the rules for participation adopted by the Agency pursuant to this Plan and the Community Redevelopment Law, persons who are owners of real property in the Project Area shall be given a reasonable opportunity to participate in the redevelopment of the Project Area consistent with the objectives of this Plan.

The Agency shall extend reasonable preferences to persons who are engaged in business in the Project Area to remain or reenter into business within the redeveloped Project Area if they otherwise meet the requirements prescribed in this Plan and the rules adopted by the Agency.

2. [§304] Rules for Participation Opportunities, Priorities, and Preferences

In order to provide opportunities to owners to participate in the redevelopment of the Project Area and to extend reasonable preferences to businesses to reenter into business within the redeveloped Project Area, the Agency shall promulgate rules for participation by owners and the extension of preferences to business tenants for reentry within the redeveloped Project Area.

3. [§305] Participation Agreements

The Agency shall require, as a condition of financial participation in development, each participant shall enter into a binding agreement with the Agency by which the participant agrees to rehabilitate, develop, use and maintain the property in conformance with this Plan and to be subject to the provisions hereof. In such agreements, participants may be required to join in the recordation of such documents as may be necessary to ensure the property will be developed and used in accordance with this Plan and the participation agreement. Whether or not a participant enters into a participation agreement with the Agency, the provisions of this Plan are applicable to all public and private property in the Project Area.

4. [§306] Conforming Owners

The Agency may, at its sole and absolute discretion, determine that certain real property within the Project Area presently meets the requirements of this Plan, and the owner of such property will be permitted to remain as a conforming owner without a participation agreement with the Agency provided such owner continues to operate, use, and maintain the real property within the requirements of this Plan.

5. [§307] Implementing Rules

The provisions of Sections 302 through 306 shall be implemented according to the rules adopted by the Agency prior to the approval of this Plan, and the same may be from time to time amended by the Agency. Where there is a conflict between the participation and re-entry preference provisions in this Plan and such rules adopted by the Agency, the Plan shall prevail.

C. [§308] Cooperation with Public Bodies

Certain public bodies are authorized by state law to aid and cooperate, with or without consideration, in the planning, undertaking, construction, or operation of this Project. The Agency shall seek the aid and cooperation of such public bodies and shall attempt to coordinate this Plan with the activities of such public bodies in order to accomplish the purposes of redevelopment and the highest public good.

The Agency, by law, is not authorized to acquire real property owned by public bodies without the consent of such public bodies. The Agency, however, will seek the cooperation of all public bodies which own or intend to acquire property in the Project Area. Any public body which owns or leases property in the Project Area will be afforded all the privileges of owner and tenant participation if such public body is willing to enter into a participation agreement with the Agency. All plans for development of property in the Project Area by a public body shall be subject to City approval.

The Agency may impose on all public bodies the planning and design controls contained in this Plan to insure that present uses and any future development by public bodies will conform to the requirements of this Plan. To the extent now or hereafter permitted by law, the Agency is authorized to financially (and otherwise) assist any public entity in the cost of public land, buildings, facilities, structures, or other improvements that are or would be of benefit to the Project.

D. [§309] Property Acquisition

1. [§310] Real Property

Except as specifically exempted herein, the Agency may acquire, but is not required to acquire, any real property located in the Project Area by gift, devise, exchange, lease, purchase or any other lawful method, including eminent domain, except that eminent domain shall not be utilized to acquire properties upon which any person resides. For the purposes of this Plan, "properties upon which any person resides" shall mean that a person actually lives on the property.

It is in the public interest and is necessary in order to execute this Plan for the power of eminent domain to be employed by the Agency to acquire real non-residential property in the Midtown Added Area only. Subject to the limitations and exceptions thereto contained in this Plan, no eminent domain proceeding to acquire non-residential property within the Midtown Added Area shall be commenced after twelve (12) years

following the effective date of the ordinance approving and adopting the Eighth Amendment to this Plan. Such time limitation may be extended only by amendment of this Plan. The Agency shall not have eminent domain authority in the Existing Project Area.

The Agency shall not acquire real property to be retained by an owner pursuant to a participation agreement if the owner fully performs under the agreement. The Agency is authorized to acquire structures without acquiring the land upon which those structures are located. The Agency is authorized to acquire either the entire fee or any other interest in real property less than a fee.

The Agency shall not acquire real property on which an existing building is to be continued on its present site and in its present form and use without the consent of the owner unless: (a) such building requires structural alternation, improvement, modernization, or rehabilitation; (b) the site, or lot on which the building is situated, requires modification in size, shape, or use; or (c) it is necessary to impose upon such property any of the controls, limitations, restrictions, and requirements of this Plan and the owner fails or refuses to execute a participation agreement in accordance with the provisions of this Plan.

The Agency is not authorized to acquire real property owned by public bodies which do not consent to such acquisition. The Agency is authorized, however, to acquire public property transferred to private ownership before redevelopment of the Project Area is completed, unless the Agency and the private owner enter into a participation agreement and the owner completes his responsibilities under the participation agreement.

2. [§311] Personal Property

Generally, personal property shall not be acquired. However, where necessary in the execution of this Plan, the Agency is authorized to acquire personal property in the Project Area by any lawful means, excluding eminent domain.

E. [§312] Property Management

During such time as property, if any, in the Project Area is owned by the Agency, such property shall be under the management and control of the Agency. Such property may be rented or leased by the Agency pending its disposition for redevelopment, and such rental or lease shall be pursuant to such policies as the Agency may adopt.

F. [\\$313] Payments to Taxing Agencies

Pursuant to Section 33607.5 of the Community Redevelopment Law, the Agency is required to and shall make payments to affected taxing entities to alleviate the financial burden and detriment that the affected taxing entities may incur as a result of the adoption of this Plan. The payments made by the Agency shall be calculated and paid in accordance with the requirements of Section 33607.5.

G. [\\$314] Relocation of Person, Business Concerns, and Other Displaced by the Project

1. [Section 315] Relocation Housing Requirements

No persons or families of low and moderate income shall be displaced unless and until there is a suitable housing unit available and ready for occupancy by such displaced person or family at rents comparable to those at the time of their displacement. Such housing units shall be suitable to the needs of such displaced persons or families and must be decent, safe, sanitary, and otherwise standard dwellings. The Agency shall not displace such persons or families until such housing units are available and ready for occupancy.

Permanent housing facilities shall be made available within three years from the time occupants are displaced. Pending the development of such facilities, adequate temporary housing facilities shall be made available to such displaced occupants at rents comparable to those in the community at the time of their displacement.

2. [Section 316] Replacement Housing Plan

Not less than thirty days prior to the execution of an agreement for acquisition of real property, or the execution of an agreement for the disposition and development of property or the execution of an owner participation agreement, which agreement would lead to the destruction or removal of dwelling units from the low and moderate income housing market, the Agency shall adopt by resolution, a replacement housing plan.

The replacement housing plan shall include: (1) the general location of housing to be rehabilitated, developed, or constructed pursuant to Section 33413 of the Community Redevelopment Law; (2) an adequate means of financing such rehabilitation, development, or construction; (3) a finding that the replacement housing does not require the approval of the voters pursuant to Article XXXIV of the California Constitution, or that such approval has been obtained; (4) the number of dwelling units

housing persons and families of low or moderate income planned for construction or rehabilitation; and (5) the timetable for meeting the plan's relocation, rehabilitation, and replacement housing objectives. A dwelling unit whose replacement is required by Section 33413 shall not be destroyed or removed from the low and moderate income housing market until the Agency has by resolution adopted a replacement housing plan.

Nothing in this section shall prevent the Agency from destroying or removing from the low and moderate income housing market a dwelling unit which the Agency owns and which is an immediate danger to health and safety. The Agency shall, as soon as practicable, adopt by resolution, a replacement housing plan with respect to such dwelling unit.

3. [Section 317] Assistance in Finding Other Locations

The Agency shall assist all persons (including individuals and families), business concerns, and others displaced by Agency action in the Project Area in finding other locations and facilities. In order to carry out the Project with a minimum of hardship to persons (including individuals and families), business concerns, and others, if any, displaced from their respective places of residence or business, the Agency shall assist such persons (including individuals and families), business concerns and others in finding new locations that are decent, safe, sanitary, within their respective financial means, in reasonably convenient locations, and otherwise suitable to their respective needs. Such assistance shall be provided pursuant to the California Relocation Assistance Law (Government Code Section 7260 et seq.) and Agency rules and regulations adopted pursuant thereto as such may be amended from time to time. The Agency may also provide housing inside or outside the Project Area for displaced persons.

4. [Section 318] Relocation Payments

The Agency shall make all relocation payments required by law to persons (including individuals and families), business concerns, and other displaced by the Agency from property in the Project Area. Such relocation payments shall be made pursuant to the California Relocation Assistance Law (Government Code Section 7260 et seq.) and Agency rules and regulations adopted pursuant thereto as such may be amended from time to time. The Agency may make such other payments as it may deem appropriate and for which funds are available.

H. [§319] Demolition, Clearance, and Building and Site Preparation

1. [§320] Demolition and Clearance

The Agency is authorized to demolish and clear buildings, structures, and other improvements from any real property in the Project Area as necessary to carry out the purposes of this Plan.

2. [§321] Preparation of Building Sites

The Agency is authorized to prepare, or cause to be prepared, as building sites any real property in the Project Area owned by the Agency. In connection therewith, the Agency may cause, provide for, or undertake the installation or construction of streets, utilities, parks, playgrounds, and other public improvements necessary to carry out this Plan.

Prior consent of the City Council is required for the Agency to develop sites for commercial or industrial use by providing streets, sidewalks, utilities, or other improvements which an owner or operator of the site would otherwise be obligated to provide.

I. [§322] Property Disposition and Development

1. [§323] Real Property Disposition and Development

a. [§324] General

For the purposes of this Plan, the Agency is authorized to sell, lease, exchange, subdivide, transfer, assign, pledge, encumber by mortgage or deed of trust, or otherwise dispose of any interest in real property. To the extent permitted by law, the Agency is authorized to dispose of real property by negotiated lease, sale, or transfer without public bidding. Property acquired by the Agency for rehabilitation and resale shall be offered for resale within one (1) year after completion of rehabilitation or an annual report concerning such property shall be published by the Agency as required by law.

Real property acquired by the Agency may be conveyed by the Agency without charge to the City and, where beneficial to the Project Area, without charge to any public body. All real property acquired by the Agency in the Project Area shall be sold or leased to public or private persons or entities for development for the uses permitted in this Plan.

All purchasers or lessees of property acquired from the Agency shall be obligated to use the property for the purposes designated in this Plan, to begin and complete development of the property within a period of time which the Agency fixes as reasonable, and to comply with other conditions which the Agency deems necessary to carry out the purposes of this Plan.

b. [§325] Disposition and Development Documents

To provide adequate safeguards to ensure that the provisions of this Plan will be carried out and to prevent the recurrence of blight, all real property sold, leased, or conveyed by the Agency, as well as all property subject to participation agreements, is subject to the provisions of this Plan.

The Agency shall reserve such powers and controls in the disposition and development documents as may be necessary to prevent transfer, retention, or use of property for speculative purposes and to ensure that development is carried out pursuant to this Plan.

Leases, deeds, contracts, agreements, and declarations of restrictions of the Agency may contain restrictions, covenants, covenants running with the land, rights of reverter, conditions subsequent, equitable servitudes, or any other provisions necessary to carry out this Plan. Where appropriate, as determined by the Agency, such documents, or portions thereof, shall be recorded in the office of the Recorder of Santa Clara County.

All property in the Project Area is hereby subject to the restriction that there shall be no discrimination or segregation based upon race, color, creed, religion, sex, marital status, national origin, or ancestry in the sale, lease, sublease, transfer, use, occupancy, tenure, or enjoyment of property in the Project Area. All property sold, leased, conveyed, or subject to a participation agreement shall be expressly subject by appropriate documents to the restriction that all deeds, leases, or contracts for the sale, lease, sublease, or other transfer of land in the Project Area shall contain such non-discrimination and non-segregation clauses as required by law.

c. [§326] Development by the Agency

To the extent now or hereafter permitted by law, the Agency is authorized to pay for, develop, or construct any publicly-owned building, facility, structure, or other improvement either within or without the Project Area, for itself or for any public body or entity, which buildings, facilities, structures, or other improvements are or would be of

benefit to the Project Area. Specifically, the Agency may pay for, install, or construct the buildings, facilities, structures, and other improvements identified in Attachment No. 4, attached hereto and incorporated herein by reference, and may acquire or pay for the land required therefore.

In addition to the public improvements authorized under Section 321 and the publicly-owned improvements identified in Attachment No. 4 of this Plan, the Agency is authorized to install and construct, or to cause to be installed and constructed, within or without the Project Area, for itself or for any public body or entity for the benefit of the Project Area, public improvements and public utilities, including, but not limited to, the following: (1) sewers; (2) natural gas distribution systems; (3) water distribution systems; (4) parks, plazas, and pedestrian paths; (5) parking facilities; (6) landscaped areas; (7) street improvements; and (8) storm water facilities.

The Agency may enter into contracts, leases, and agreements with the City or other public body or entity pursuant to this Section 326, and the obligation of the Agency under such contract, lease, or agreement shall constitute an indebtedness of the Agency which may be made payable out of the taxes levied in the Project Area and allocated to the Agency under subdivision (b) of Section 33670 of the Community Redevelopment Law and Section 502 of this Plan or out of any other available funds.

d. [§327] Development Plans

All development plans (whether public or private) shall be submitted to the City for approval. All development in the Project Area must conform to City design review standards.

2. [§328] Real Property Disposition and Development

For the purposes of this Plan, the Agency is authorized to lease, sell, exchange, transfer, assign, pledge, encumber, or otherwise dispose of personal property which is acquired by the Agency.

J. [§329] Rehabilitation, Conservation, and Moving of Structures

1. [§330] Rehabilitation and Conservation

The Agency is authorized to rehabilitate and conserve, or to cause to be rehabilitated and conserved, any building or structure in the Project Area owned by the Agency. The Agency is also authorized and directed to advise, encourage, and assist in the

rehabilitation and conservation of property in the Project Area not owned by the Agency.

2. [§331] Moving of Structures

As necessary in carrying out this Plan, the Agency is authorized to move, or to cause to be moved, any standard structure or building or any structure or building which can be rehabilitated to a location within or outside the Project Area.

K. [§332] Low and Moderate Income Housing

1. [Section 333] Authority Generally

The Agency may, inside or outside the Project Area, acquire land, improve sites, or construct or rehabilitate structures in order to provide housing for persons and families of low or moderate income. The Agency may also provide subsidies to or for the benefit of, such persons and families or households to assist them in obtaining housing. The Agency may also sell, lease, grant, or donate real property owned or acquired by the Agency to non-profit or for-profit housing developers and may otherwise cooperate with the Agency in carrying out the provisions of Section 334 herein below.

2. [Section 334] Replacement Housing

In accordance with Sections 33334.5 and 33413 of the Community Redevelopment Law, whenever dwelling units housing persons and families of low or moderate income are destroyed or removed from the low and moderate income housing market as part of a redevelopment project that is subject to a written agreement with the Agency or where financial assistance has been provided by the Agency, the Agency shall, within four years of such destruction or removal, rehabilitate, develop, or construct, or cause to be rehabilitated, developed, or constructed, for rental or sale to persons and families of low or moderate income, an equal number of replacement dwelling units which have an equal or greater number of bedrooms as those destroyed or removed units at affordable housing costs, as defined by Sections 50052.5 and 50053 of the Health and Safety Code, within the territorial jurisdiction of the Agency, in accordance with all of the provisions of Sections 33413 and 33413.5 of the Community Redevelopment Law. All (100%) of the replacement dwelling units shall be available at affordable housing cost to persons in the same or a lower income level of very low income households, lower income households, and persons and families of low and moderate income, as the persons displaced from those destroyed or removed units.

3. [Section 335] Increase, Improve and Preserve the Supply

Pursuant to Section 33334.2 of the Community Redevelopment Law, not less than 20 percent of all taxes which are allocated to the Agency pursuant to subdivision (b) of Section 33670 of the Community Redevelopment Law and Section 502 of this Plan shall be used by the Agency for the purposes of increasing, improving and preserving the City's supply of low and moderate income housing available at affordable housing costs, as defined by Sections 50052.5 and 50053 of the Health & Safety Code, to persons and families of low or moderate income, as defined in Section 50093 of the Health & Safety Code, lower income households, as defined in Section 50079.5 of the Health & Safety Code, and extremely low income households, as defined in Section 50106 of the Health & Safety Code, unless one of the findings permitted by Section 33334.2 is made annually by resolution.

The Agency may use these funds to meet, in whole or in part, the replacement housing provisions in Section 334 above. These funds may be used inside or outside the Project Area provided, however, that such funds may be used outside the Project Area only if findings of benefit to the Project are made as required by said Section 33334.2 of the Community Redevelopment Law.

The funds for these purposes shall be held in a separate Low and Moderate Income Housing Fund until used. Any interest earned by such Low and Moderate Income Housing Fund and any repayments or other income to the Agency for loans, advances, or grants, of any kind, from such Low and Moderate Income Housing Fund, shall accrue to and be deposited in, the fund and may only be used in the manner prescribed for the Low and Moderate Income Housing Fund.

Pursuant to the requirements of Section 33334.12 of the Community Redevelopment Law, upon failure of the Agency to expend or encumber surplus in the Low and Moderate Income Housing Fund within one year from the date the moneys become excess surplus, within the meaning defined in Section 33334.12 of the Community Redevelopment Law, the Agency shall either disburse that excess surplus to another public agency in accordance with said Section 33334.12, or expend or encumber the excess surplus within two additional years. A housing authority or other public agency shall utilize the moneys for the purposes of, and subject to, the same restrictions that are applicable to the Agency under the Community Redevelopment Law, and for that purpose may exercise all of the powers of a housing authority under the Housing Authorities Law (Section 34200 et seq. of the Health and Safety Code) to the extent not inconsistent with these limitations.

4. [Section 336] New or Rehabilitated Dwelling Units Developed within the Project Area

At least thirty percent (30%) of all new and substantially rehabilitated dwelling units developed by the Agency, if any, shall be available at affordable housing cost to, and occupied by, persons and families of low or moderate income. Not less than fifty percent (50%) of the dwelling units required to be available at affordable housing cost to persons and families of low or moderate income shall be available at affordable housing cost to, and occupied by, very low income households.

At least fifteen percent (15%) of all new and substantially rehabilitated dwelling units developed within the Project Area by public or private entities or persons other than the Agency, if any, shall be available at affordable housing cost to, and occupied by, persons and families of low or moderate income. Not less than forty percent (40%) of the dwelling units required to be available at affordable housing cost to persons and families of low or moderate income shall be available at affordable housing costs to, and occupied by, very low income households.

The Agency may satisfy the provisions of the above paragraphs, in whole or in part, by any of the methods described in Community Redevelopment Law Section 33413(b) or any other method permitted by law.

The percentage requirements set forth in this Section 336 shall apply independently of the requirements of Section 334 and in the aggregate to housing made available pursuant to the first and second paragraphs, respectively, of this Section 336 and not to each individual case of rehabilitation, development or construction of dwelling units, unless the Agency determines otherwise.

If all or any portion of the Project Area is developed with low or moderate income housing units, the Agency shall require by contract or other appropriate means that such housing be made available for rent or purchase to the persons and families of low and moderate income displaced by the Project. Such persons and families shall be given priority in renting or buying such housing; provided, however, failure to give such priority shall not affect the validity of title to real property.

5. [Section 337] Duration of Dwelling Unit Availability and Agency Monitoring

The Agency shall require that the aggregate number of replacement dwelling units and other dwelling units rehabilitated developed, constructed, or price-restricted pursuant to Sections 334 and 336 shall remain available at affordable housing cost to persons and families of low income, moderate income and very low income households,

respectively, for the longest feasible time, as determined by the Agency, but for not less than 55-years for rental units and 45-years for ownership units, except to the extent a longer or shorter period of time is permitted or required by other provisions of the law.

Pursuant to Section 33418 of the Community Redevelopment Law, the Agency shall monitor, on an ongoing basis, any housing affordable to persons and families of low or moderate income developed or otherwise made available pursuant to the Community Redevelopment Law. As part of this monitoring, the Agency shall require owners or managers of the housing to submit an annual report to the Agency. The annual reports shall include for each rental unit the rental rate and the income and family size of the occupants, and for each owner-occupied unit whether there was a change in ownership from the prior year and, if so, the income and family size of the new owners. The income information required by this section shall be supplied by the tenant in a certified statement on a form provided by the Agency.

L. [Section 338] Implementation Plans

In accord with the provisions of Section 33490 of the Community Redevelopment Law, the Agency adopted an implementation plan for the Project. Commencing with the fifth year after the first implementation plan was adopted, and each five years thereafter, the Agency shall adopt, after a public hearing, succeeding implementation plans that shall contain the specific goals and objectives of the Agency for the Project Area, the specific program, including potential projects, and estimated expenditures proposed to be made during the next five years, and an explanation of how the goals and objectives, programs, and expenditures will eliminate blight within the Project Area and implement the requirements of Sections 33334.2, 33334.4, 33334.6, and 33413 of the Community Redevelopment Law. The parts of future implementation plans that address Sections 33334.2, 33334.4, 33334.6, and 33413 of the Community Redevelopment Law shall be adopted every five years either in conjunction with the General Plan Housing Element cycle or the implementation plan cycle. The Agency may adopt implementation plans that include more than one project area, and may amend the implementation plan after conducting a public hearing on the proposed amendment.

At least once within the five-year term of each plan adopted by the Agency, no earlier than two years and no later than three years after adoption of each plan, the Agency shall conduct a public hearing and hear testimony of all interested parties for the purpose of reviewing this Plan and the implementation plan and evaluating the progress of the Project. The hearing may be for two or more project areas if those project areas are included within the same implementation plans.

IV. [§400] USES PERMITTED IN THE PROJECT AREA

A. [§401] Redevelopment Land Use Map

The “Redevelopment Land Use Map, “ attached hereto as Attachment No. 3 and incorporated herein by reference, illustrates the location of the Project Area boundaries, major streets within the Project Area, and the land uses authorized within the Project by the City’s current General Plan. The City will from time to time update and revise the General Plan. It is the intention of this Amended and Restated Redevelopment Plan that the land uses to be permitted within the Project Area shall be as provided within the City’s General Plan, as it currently exists or as it may from time to time be amended, and as implemented and applied by City ordinances, resolutions and other laws.

B. [§402] Other Land Uses

1. [§403] Public Rights-of-Way

As illustrated on the Redevelopment Land Use Map (Attachment No. 3), the major public streets/roadways within the Project Area include Interstate 680, Interstate 880, Main Street, Able Street, McCarthy Boulevard, Murphy Ranch Road, Tasman Drive, Milpitas Boulevard, Hillview Drive, Jacklin Drive, Montague Expressway, Great Mall Parkway, Capital Avenue, and Calaveras Boulevard.

Additional public streets, alleys, and easements may be created in the Project Area as needed for proper development. Existing streets, alleys, and easements may be abandoned, closed, or modified as necessary for proper development of the Project.

Any changes in the existing interior or exterior street layout shall be in accordance with the General Plan and Specific Plan, the objectives of this Plan, and the City’s design standards, and shall be effectuated in the manner prescribed by state and local law, and shall be guided by the following criteria:

- a. The requirements imposed by such factors as topography, traffic safety and aesthetics, and;
- b. The potential need to serve not only the Project Area and new or existing developments but to also serve areas outside the Project by providing convenient and efficient vehicular access and movement.

- c. The potential need or desire to accommodate the facilities and/or equipment of mass transportation modes.

The public rights-of-way may be used for vehicular and/or pedestrian traffic, as well as for public improvements, public and private utilities, and activities typically found in public rights-of-way.

2. [§404] Other Public, Semi-Public, Institutional, and Non-profit Uses

In any area shown on the Redevelopment Land Use Map (Attachment No. 3), the Agency is authorized to permit the maintenance, establishment, or enlargement of public, semi-public, institutional, or non-profit uses, including park and recreational facilities, libraries, educational, fraternal, employee, philanthropic, religious and charitable institutions, utilities, railroad rights-of-way, and facilities of other similar associations or organizations. All such uses shall, to the extent possible, conform to the provisions of this Plan applicable to the uses in the specific area involved. The Agency may impose such other reasonable requirements and/or restrictions as may be necessary to protect the development and use of the Project Area.

3. [§405] Interim Uses

Pending the ultimate development of land by developers and participants, the Agency is authorized to use or permit the use of any land in the Project Area for interim uses that are not in conformity with the uses permitted in this Plan.

4. [§406] Non-conforming Uses

The Agency may permit an existing use to remain in an existing building in good condition which use does not conform to the provisions of this Plan, provided that such use is generally compatible with existing and proposed developments and uses in the Project Area.

The Agency may authorize additions, alterations, repairs, or other improvements in the Project Area for uses which do not conform to the provisions of this Plan where such improvements are within a portion of the Project where, in the determination of the Agency, such improvements would be compatible with surrounding Project uses and development.

C. §407 General Controls and Limitations

All real property in the Project Area is made subject to the controls and requirements of this Plan.

1. §408 Construction

All construction in the Project Area shall comply with all applicable state and local laws and codes in effect from time to time. In addition to applicable codes, ordinances, or other requirements governing development in the Project Area, additional specific performance and development standards may be adopted by the Agency to control and direct redevelopment activities in the Project Area.

2. §409 Rehabilitation and Retention of Properties

Any existing structure within the Project Area approved by the Agency for retention and rehabilitation shall be repaired, altered, reconstructed, or rehabilitated in such a manner that it will be safe and sound in all physical respects and be attractive in appearance and not detrimental to the surrounding uses.

3. §410 Limitation on the Number of Buildings

The approximate number of buildings in the Project Area shall not exceed the number of buildings permitted under the General Plan and the Specific Plan.

4. §411 Number of Dwelling Units

The number of dwelling units permitted in the Project Area shall not exceed the number of dwelling units permitted under the General Plan and the Specific Plan as it now exists or may be amended.

5. §412 Limitation on Type, Size, and Height of Buildings

Except as set forth in other sections of this Plan, the type, size, and height of buildings shall be as limited by applicable federal, state, and local statutes, ordinances, and regulations.

6. [§413] Open Spaces, Landscaping, Light, Air, and Privacy

The approximate amount of open space to be provided in the Project Area is the total of all areas which will be in the public rights-of-way, the public ground, the space around buildings, and all other outdoor areas not permitted to be covered by buildings. Landscaping shall be provided to enhance open spaces in the Project Area and create a high-quality aesthetic environment.

Sufficient space shall be maintained between buildings in all areas to provide adequate light, air, and privacy.

7. [§414] Signs

All signs shall conform to City sign ordinances and other requirements as they now exist or are hereafter amended.

8. [§415] Utilities

The Agency shall require that all utilities be placed underground whenever physically and economically feasible.

9. [§416] Incompatible Uses

No use or structure which by reason of appearance, traffic, smoke, glare, noise, odor, or similar factors, as determined by the Agency, would be incompatible with the surrounding areas or structures shall be permitted in any part of the Project Area.

10. [§417] Non-discrimination and Non-segregation

There shall be no discrimination or segregation based upon race, color, creed, religion, sex, marital status, national origin, or ancestry permitted in the sale lease, sublease, transfer, use, occupancy, tenure, or enjoyment of property in the Project Area.

11. [§418] Minor Variations

Under exceptional circumstances, the Agency is authorized to permit a variation from the limits, restrictions, and controls established by this Plan. In order to permit such variation, the Agency must determine that:

- a. The application of certain provisions of this Plan would result in practical difficulties or unnecessary hardships inconsistent with the general purpose and intent of this Plan;
- b. There are exceptional circumstances or conditions applicable to the property or to the intended development of the property which do not apply generally to other properties having the same standards, restrictions, and controls;
- c. Permitting a variation will not be materially detrimental to the public welfare or injurious to property or improvements in the area, and;
- d. Permitting a variation will not be contrary to the objectives of this Plan, the General Plan, or the Specific Plan.

No variation shall be granted which changes a basic land use or which permits other than a minor departure from the provisions of this Plan. In permitting any such variation, the Agency shall impose such conditions as are necessary to protect the public peace, health, safety, or welfare and to assure compliance with the purposes of this Plan. Any variation permitted by the Agency hereunder shall not supersede any other approval required under applicable City codes and ordinances.

D. [§419] Design for Development

Within the limits, restrictions, and controls established in this Plan, the Agency is authorized to establish heights of buildings, land coverage, setback requirements, design criteria, traffic circulation, traffic access, and other development and design controls necessary for proper development of both private and public areas within the Project Area. Such limitations, restrictions and controls are subject to the General Plan and zoning standards.

No new improvement shall be constructed, and no existing improvement shall be substantially modified, altered, repaired, or rehabilitated, except in accordance with this Plan and any such controls and, in the case of property which is the subject of a disposition and development or participation agreement with the Agency and any other property, at the discretion of the Agency, in accordance with architectural, landscape, and site plans submitted to and approved in writing by the Agency. One of the objectives of this Plan is to create an attractive and pleasant environment in the Project Area. Therefore, such plans shall give consideration to good design, open space, and other amenities to enhance the aesthetic quality of the Project Area. The Agency shall not approve any plans that do not comply with this Plan.

E. §420 Building Permits

No permit shall be issued for the construction of any building or for any construction on an existing building in the Project Area from the date of adoption of this Plan until the application for such permit has been approved as consistent with all City requirements. An application shall be deemed consistent with this Plan if it is consistent with the General Plan, applicable zoning ordinances and any adopted design for development.

The Agency is authorized to review and approve all permits in addition to those set forth above for projects receiving Agency financial assistance. Where such additional procedures and approvals are required, a building permit shall be issued only after the applicant for same has been granted all approvals required by the City at the time of application.

V. §500 METHODS OF FINANCING THE PROJECT

A. §501 General Description of the Proposed Financing Method

The Agency is authorized to finance this Project with financial assistance from the City, the State of California, the federal government, tax increment funds, interest income, Agency bonds, donations, loans from private financial institutions, the lease or sale of Agency-owned property, or any other available source, public or private.

The Agency is also authorized to obtain advances, borrow funds, and create indebtedness in carrying out this Plan. The principal and interest on such advances, funds, and indebtedness may be paid from tax increments or any other funds available to the Agency. Advances and loans for survey and planning and for the operating capital for nominal administration of this Project may be provided by the City until adequate tax increment or other funds are available, or sufficiently assured, to repay the advances and loans and to permit borrowing adequate working capital from sources other than the City. The City, as it is able, may also supply additional assistance through City loans and grants for various public facilities.

The City or any other public agency may expend money to assist the Agency in carrying out this Project. As available, gas tax funds from the state and county may be used for street improvements and public transit facilities.

B. §502 Tax Increment Funds

All taxes levied upon taxable property within the Project Area each year, by or for the benefit of the State of California, the County of Santa Clara, the City, any district, or any other public corporation (hereinafter sometimes called "taxing agencies"), after the effective date of the ordinance approving this Plan shall be divided as follows:

1. That portion of the taxes which would be produced by the rate upon which the tax is levied each year by or for each of said taxing agencies upon the total sum of the assessed value of the taxable property in the Project as shown upon the assessment roll used in connection with the taxation of such property by such taxing agency, last equalized prior to the effective date of such ordinance, shall be allocated to and when collected shall be paid into the funds of the respective taxing agencies as taxes by or for said taxing agencies on all other property are paid (for the purpose of allocating taxes levied by or for any taxing agency or agencies which did not include the territory of the Project on the effective date of such ordinance but to which such territory is annexed or otherwise included after such effective date, the assessment roll of the County of Santa Clara, last equalized on the effective date of said ordinance, shall be used in determining the assessed valuation of the taxable property in the Project on said effective date).
2. Except as provided in subdivision 3, below, that portion of said levied taxes each year in excess of such amount shall be allocated to and when collected shall be paid into a special fund of the Agency to pay the principal of and interest on loans, moneys advanced to, or indebtedness (whether funded, refunded, assumed, or otherwise) incurred by the Agency to finance or refinance, in whole or in part, this Project. Unless and until the total assessed valuation of the taxable property in the Project exceeds the total assessed value of the taxable property in the Project as shown by the last equalized assessment roll referred to in subdivision 1 hereof, all of the taxes levied and collected upon the taxable property in the Project shall be paid into the funds of the respective taxing agencies as taxes on all other property are paid.
3. That portion of the taxes in excess of the amount identified in subdivision 1, above, which are attributable to a tax rate levied by a taxing agency which was approved by the voters of the taxing agency on or after January 1, 1989, for the purpose of producing revenues in an amount sufficient to make annual repayments of the principal of, and the interest on, any bonded indebtedness

for the acquisition or improvement of real property shall be allocated to, and when collected shall be paid into, the fund of that taxing agency.

The portion of taxes mentioned in subdivision 2, above, are hereby irrevocably pledged for the payment of the principal of and interest on the advance of moneys, or making of loans or the incurring of any indebtedness (whether funded, refunded, assumed, or otherwise) by the Agency to finance or refinance the Project, in whole or in part. The Agency is authorized to make such pledges as to specific advances, loans, and indebtedness as appropriate in carrying out the Project. For the Existing Project Area and the Midtown Added Area, the total maximum number of dollars of taxes that may be divided and allocated to the Agency pursuant to subdivision 2 of this Section 502 shall not exceed two billion and four hundred million dollars (\$2,400,000,000), except by amendment of this Plan.

C. [\$503] Bonds, Advances and Indebtedness

The Agency is authorized to issue bonds from time to time, if it deems appropriate to do so, in order to finance all or any part of the Project. Neither the members of the Agency nor any persons executing the bonds are liable personally on the bonds by reason of their issuance.

The bonds and other obligations of the Agency are not a debt of the City or the state, nor are any of its political subdivisions liable for them, nor in any event shall the bonds or obligations be payable out of any funds or properties other than those of the Agency, and such bonds and other obligations shall so state on their face. The bonds do not constitute an indebtedness within the meaning of any constitutional or statutory debt limitation or restriction.

The amount of bonded indebtedness to be repaid in whole or part from the allocation of taxes described in subdivision 2 of Section 502 above which can be outstanding at any one time for the Project Area shall not exceed four hundred and ninety-eight million dollars (\$498,000,000) in principal amount, except by amendment of this Plan. This limit, however, shall not prevent the Agency from issuing additional bonds in order to fulfill the Agency's obligations under Section 33413 of the Health and Safety Code.

D. [\$504] Time Limit on Establishment of Indebtedness

The Agency shall not establish or incur loans, advances, or indebtedness to finance in whole or in part the Existing Project Area beyond January 1, 2014. The Agency shall not establish or incur loans, advances or indebtedness to finance in whole or in part

the Midtown Added Area beyond twenty (20) years from the date of adoption of the ordinance approving and adopting the Eighth Amendment.

Loans, advances, or indebtedness may be repaid over a period of time beyond said time limit. This time limit shall not prevent the Agency from incurring debt to be paid from the Low and Moderate Income Housing Fund established pursuant to Section 33334.2 of the Community Redevelopment Law and Section 335 of this Plan, or establishing more debt in order to fulfill the Agency's obligations under Section 33413 of the Community Redevelopment Law and Section 334 of this Plan. The above limit shall not prevent the Agency from refinancing, refunding or restructuring indebtedness after the time limit if the indebtedness is not increased and the time during which the indebtedness is to be repaid is not extended beyond the time limit contained in this Section 505.

E. [§505] Time Limit on Receipt of Tax Increment

The Agency may not receive and shall not repay indebtedness with the proceeds from property taxes received pursuant to 33670 of the Community Redevelopment Law and Section 502 of this Plan beyond September 21, 2029 for the Original Project Area, September 4, 2032 for Amendment Area No. 1, May 4, 2035 for Amendment Area No. 2, and June 17, 2049 for Midtown Added Area, except to repay debt to be paid from the Low and Moderate Income Housing Fund established pursuant to Section 33334.2 of the Community Redevelopment Law and Section 335 of this Plan, or debt established in order to fulfill the Agency's obligations under Section 33413 of the Community Redevelopment Law and Section 334 of this Plan.

F. [§506] Other Loans and Grants

Any other loans, grants, guarantees, or financial assistance from the United States, the State of California, or any other public or private source will be utilized if available.

VI. [§600] ACTIONS BY THE CITY

The City shall aid and cooperate with the Agency in carrying out this Plan and shall take all actions necessary to ensure the continued fulfillment of the purposes of this Plan and to prevent the recurrence or spread in the area of conditions causing blight. Actions by the City shall include, but not be limited to, the following:

- A. Institution and completion of proceedings for opening, closing, vacating, widening, or changing the grades of streets, alleys, and other public rights-of-way and for other necessary modifications of the streets, the street layout, and other public rights-of way in the Project Area. Such action by the City shall include the requirement of abandonment, removal, and relocation by the public utility companies of their operations of public rights-of-way as appropriate to carry out this Plan provided that nothing in this Plan shall be construed to require the cost of such abandonment, removal, and relocation to be borne by others than those legally required to bear such cost.
- B. Provision of advances, loans, or grants to the Agency or the expenditure of funds for projects implementing this Plan as deemed appropriate by the City and to the extent funds are available therefore.
- C. Institution and completion of proceedings necessary for changes and improvements in private and publicly-owned public utilities within or affecting the Project Area.
- D. Revision of zoning (if necessary) within the Project Area to permit the land uses and development authorized by this Plan.
- E. Imposition wherever necessary (by conditional use permits or other means) of appropriate controls within the limits of this Plan upon parcels in the Project Area to ensure their proper development and use.
- F. Provision for administrative enforcement of this Plan by the City after development. The City and the Agency shall develop and provide for enforcement of a program for continued maintenance by owners of all real property, both public and private, within the Project Area throughout the duration of this Plan.
- G. Performance of the above actions and of all other functions and services relating to public peace, health, safety, and physical development normally rendered in accordance with a schedule which will permit the redevelopment of the Project Area to be commenced and carried to completion without unnecessary delays.
- H. The undertaking and completing of any other proceedings necessary to carry out the Project.

The forgoing actions to be taken by the City do not involve or constitute any commitment for financial outlays by the City unless specifically agreed to and authorized by the City.

VII. [§700] ENFORCEMENT

The administration and enforcement of this Plan, including the preparation and execution of any documents implementing this Plan, shall be performed by the Agency and/or the City.

The provisions of this Plan or other documents entered into pursuant to this Plan may also be enforced by court litigation instituted by either the Agency or the City. Such remedies may include, but are not limited to specific performance, damages, reentry, injunctions, or any other remedies appropriate to the purposes of this Plan. In addition, any recorded provisions which are expressly for the benefit of owners of property in the Project Area may be enforced by such owners.

VIII. [§800] DURATION OF THIS PLAN

Except for the non-discrimination and non-segregation provisions imposed by the Agency which shall run in perpetuity, and the affordable housing covenants imposed by the Agency which shall continue in effect for a period as may be determined and specified by the Agency, the provisions of this Plan shall be effective, and the provisions of other documents formulated pursuant to this Plan may be made effective until September 21, 2019 for the Original Project Area, September 4, 2022 for Amendment Area No. 1, May 4, 2025 for Amendment Area No. 2, and June 17, 2034 for Midtown Added Area; provided, however, that, subject to the limitations and exceptions thereto set forth in Section 505 of this Plan, the Agency may issue bonds and incur obligations pursuant to this Plan which extend beyond the termination date, and in such event, this Plan shall continue in effect for the purpose of repaying such bonds or other obligations until the date of retirement of such bonds or other obligations.

IX. [§900] PROCEDURE FOR AMENDMENT

This Plan may be amended by means of the procedure established in Sections 33354.6 and/or 33450 *et. seq.* of the Community Redevelopment Law or by any other procedure hereafter established by law.

ATTACHMENT NO. 1

LEGAL DESCRIPTION OF THE PROJECT AREA BOUNDARIES

**LEGAL DESCRIPTION FOR
THE ORIGINAL PROJECT AREA**

**LEGAL DESCRIPTION FOR
AMENDMENT AREA NO. 1**

**LEGAL DESCRIPTION FOR
AMENDMENT AREA NO. 2**

**LEGAL DESCRIPTION FOR
MIDTOWN ADDED AREA**

ATTACHMENT NO. 2

PROJECT AREA MAP

ATTACHMENT NO. 3

REDEVELOPMENT LAND USE MAP

ATTACHMENT NO. 4

PROPOSED PUBLIC IMPROVEMENTS

ATTACHMENT NO. 4
PROPOSED PUBLIC IMPROVEMENTS

The following public improvements are anticipated to be provided in the Existing Project Area:

Health and Safety Projects

Storm Drain Facilities
Water Supply Seismic Refit
Sewer Main Lift Station Capacity Upgrade

Development Facilitation Projects

Elmwood Area Improvements
New Traffic Signals
Calaveras O/C + Traffic Improvements
Montague Expressway/880 Interchange and Traffic Mitigation

Public Benefit/Improvement Projects

Senior Center
Fire Station #2 Expansion
Fire Station #3 Expansion
Library Expansion:
 Computer Center
 Performing Arts Facility
 Library
Creek Repair and Restoration
Telecommunications Project
County Health Center

Other Redevelopment Activities

Other redevelopment activities may be necessary to alleviate blighting conditions, facilitate development or otherwise carry out the Agency's purposes in the Existing Project Area.

Housing

In addition to these projects and programs identified above, the Agency will use no less than twenty percent (20%) of all tax increment received to increase, preserve and improve the community's supply of low and moderate income housing.

The following public improvements are anticipated to be provided in Midtown Added Area:

Economic Stimulation Programs

Development Assistance; Building Façade Enhancements; Parking; Toxic Remediation; and other related programs.

Utilities

Hammond Way Utilities
Underground Utilities
Storm Drain Improvements
Lift Station Capacity Mitigation

Transportation

Main Street Reconstruction
Montague Expressway Grade Separation
New Street between Main and Abel
Relocate Hammond/Curtis Intersection
Lundy Extension
BART Station Improvements
Bicycle/Ped. Crossing
Main Street / Carlo Street Redesign
Midtown Traffic Calming

Streetscape and Parks

Parks
Public Plaza
Montague Streetscape Improvements
Berryessa Creek Trail Crossing
County Health Center

Other Redevelopment Activities

Other redevelopment activities may be necessary to alleviate blighting conditions, facilitate development or otherwise carry out the Agency's purposes in the Added Area.

Housing

In addition to these projects and programs identified above, the Agency will use no less than twenty percent (20%) of all tax increment received to increase, preserve and improve the community's supply of low and moderate income housing.